

EXHIBIT “C”

David K. Broadbent, #0442
Doyle S. Byers, #11440
Cory A. Talbot, #11477
HOLLAND & HART LLP
222 S. Main Street, Suite 2200
Salt Lake City, Utah 84101
Telephone: (801) 799-5800
Fax: (801) 799-5700
*Attorneys for Gil A. Miller as Court-Appointed
Receiver*

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

MANAGEMENT SOLUTIONS, INC., a
Texas Corporation; WENDELL A.
JACOBSON; ALLEN R. JACOBSON,

Defendants.

**ORDER APPROVING FINAL REPORT
AS SUPPLEMENTED, APPROVING AND
RATIFYING PAYMENT OF FEES AND
EXPENSES, AND APPROVING FINAL
DISTRIBUTION OF ESTATE ASSETS**

Civil Action No. 2:11-cv-01165

Judge Bruce S. Jenkins

Gil A. Miller, the Court-appointed receiver in this matter (the “Receiver”), filed his Final Report on March 26, 2021 (CM/ECF No. 3591). The Court conducted a hearing regarding the Final Report on April 13, 2021. Doyle S. Byers, Cory A. Talbot, and David K. Broadbent appeared on behalf of the Receiver, and Daniel J. Wadley and Amy J. Oliver appeared on behalf of the Securities and Exchange Commission (the “SEC”). The Court inquired regarding the disbursements and receipts the Receiver made and received since the previous hearing before the

Court in May, 2019, and the Receiver shared such information, including regarding the payments of professional fees and costs. The SEC's counsel indicated that the SEC approved all payments of professional fees and costs prior to such payments, and that it approves the Receiver's intentions to distribute the remaining assets of the estate as outlined in the Final Report.

Following the discussion at the hearing, the Receiver filed his Supplement to Final Report and Motion for Approval of Professional Fees and Costs and Final Distribution of Receivership Assets on April 20, 2021 (CM/ECF No. __).

Having considered the Final Report as supplemented, the arguments and information presented at the hearing and otherwise, and good cause appearing, the Court HEREBY ORDERS as follows:

1. The Final Report, as supplemented, is hereby approved;
2. The Motion for Approval of Professional Fees and Costs and Final Distribution of Receivership Assets is GRANTED;
3. All prior payments to the Receiver and Court-approved professionals are hereby approved and ratified;
4. The Receiver's proposed plan to distribute the remaining assets of the receivership estate explained in the Final Report is approved; and

5. The Receiver is authorized to make distributions consistent with the Final Report without further order of the Court.

DATED this _____ day of April, 2021.

BY THE COURT:

Honorable Bruce S. Jenkins
U.S. District Court Judge

16590288_v1